

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Hearing Date:

September 28, 2023 at 2:30 p.m. (ET)

Objection Deadline:

September 20, 2023 at 4:00 p.m. (ET)

**SUMMARY OF EIGHTH MONTHLY AND FINAL FEE APPLICATION OF RPA
ASSET MANAGEMENT SERVICES, LLC FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
THE MONTHLY PERIOD FROM JULY 1, 2023 THROUGH AUGUST 9, 2023 AND
THE FINAL PERIOD FROM NOVEMBER 30, 2022 THROUGH AUGUST 9, 2023**

Name of applicant:	<u>RPA Asset Management Services, LLC</u>
Authorized to provide professional services to:	<u>The above-captioned debtors and debtors-in-possession</u>
Date of retention:	<u>November 30, 2022 (order entered on January 4, 2023)</u>
Monthly period covered by fee application:	<u>July 1, 2023 through August 9, 2023</u>
Monthly amount of compensation sought as actual, reasonable, and necessary:	<u>\$50,366.50</u>
Monthly Amount of Expenses sought as actual, reasonable, and necessary:	<u>\$1,225.05</u>
Final period covered by fee application:	<u>November 30, 2022 through August 9, 2023</u>
Final amount of compensation sought as actual, reasonable, and necessary:	<u>\$796,403.50</u>

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

Final amount of expenses sought
as actual, reasonable, and necessary:

\$8,602.98 in Expenses

This is a(n): X monthly ___ interim X final application

This monthly application includes 23.3 hours with a value of \$13,443.50 incurred in connection with the preparation of Fee Applications.

PRIOR APPLICATIONS

Date Filed; Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
1/13/2023 Docket No. 176	12/1/2022 - 12/31/2022	\$237,434.00	\$5,593.31	\$237,434.00	\$5,593.31
2/9/2023 Docket No. 231	1/1/2023 – 1/31/2023	\$282,022.00	\$1,559.60	\$282,022.00	\$1,559.60
3/21/2023 Docket No. 307	2/1/2023 – 2/28/2023	\$72,415.00	\$72.57	\$72,415.00	\$72.57
4/21/2023 Docket No. 331	3/1/2023 – 3/31/2023	\$60,061.00	\$72.57	Pending	Pending
5/12/2023 Docket No. 354	4/1/2023 – 4/30/2023	\$48,931.00	\$79.88	Pending	Pending
6/6/2023 Docket No. 377	5/1/2023 – 5/31/2023	\$28,334.00	\$0.00	Pending	Pending
7/18/2023 Docket No. 423	6/1/2023 – 6/30/2023	\$16,840.00	\$0.00	Pending	Pending

MONTHLY COMPENSATION BY PROFESSIONAL
JULY 1, 2023 THROUGH AUGUST 9, 2023

Professional	Title	Hourly Rate Billed in Application	Total Billed Hours	Total Compensation
John Policano	Executive Director	\$1,125.00	1.2	\$1,350.00
Kevin Pleines	Director	\$695.00	31.4	\$21,823.00
Chris Walker	Director	\$595.00	44.8	\$26,656.00
Jaclyn Hill	Support Staff	\$215.00	2.5	\$537.50
			Total Fees	\$50,366.50

MONTHLY COMPENSATION BY PROJECT CATEGORY**JULY 1, 2023 THROUGH AUGUST 9, 2023**

Category		Hours	Fees
A	Operations Analysis and Review	0.00	\$ -
B	DIP Budget/Credit Agreement and Cash Flow Reporting	7.80	\$ 5,001.00
C	Creditor, Lender, or Equity Holder Inquiries	0.00	\$ -
D	Calls/Meetings with US Trustee and/or Staff	0.00	\$ -
E	Calls/Meetings with Company, Board, Counsel and/or Staff	2.50	\$ 1,737.50
F	Statements/Schedules and MOR's	16.60	\$ 9,877.00
G	Preparation and Review of Bankruptcy Documents and Related Filings	2.80	\$ 1,736.00
H	Financial Review and Analysis	0.00	\$ -
I	Asset Sale Process	0.00	\$ -
J	Attendance at Court Hearings or Depositions	2.50	\$ 1,737.50
K	Employee Management	0.00	\$ -
L	Case Administration	23.50	\$ 13,668.50
M	Calls/Meetings with Lenders and Lender Advisors/Counsel	0.50	\$ 347.50
N	Analysis and Related Work re: Plan and Exit	17.90	\$ 12,230.50
O	Contract Review and Analysis	0.00	\$ -
P	Calls/Meetings or Response to Inquiries from UCC Advisors	5.80	\$ 4,031.00

**SUMMARY OF TIMEKEEPERS INCLUDED
IN THE FINAL APPLICATION**

Professional	Title	2022 Hourly Rate Billed in Application	Total Billed Hours	Total Compensation
John Policano	Executive Director	\$1,095.00	59.8	\$65,481.00
Kevin Pleines	Director	\$650.00	199.3	\$129,545.00
Chris Walker	Director	\$570.00	74.4	\$42,408.00
			Total Fees	\$237,434.00

Professional	Title	2023 Hourly Rate Billed in Application	Total Billed Hours	Total Compensation
John Policano	Executive Director	\$1,125.00	100.9	\$113,512.50
Kevin Pleines	Director	\$695.00	293.0	\$203,635.00
Chris Walker	Director	\$595.00	400.1	\$238,059.50
Jaclyn Hill	Support Staff	\$215.00	17.5	\$3,762.50
			Total Fees	\$558,969.50

SUMMARY OF FINAL COMPENSATION BY PROJECT CATEGORY

Category	Hours	Fees
A Operations Analysis and Review	5.20	\$3,661.00
B DIP Budget/Credit Agreement and Cash Flow Reporting	233.90	\$164,478.50
C Creditor, Lender, or Equity Holder Inquiries	9.40	\$6,533.00
D Calls/Meetings with US Trustee and/or Staff	6.90	\$5,579.00
E Calls/Meetings with Company, Board, Counsel and/or Staff	42.00	\$34,766.50
F Statements/Schedules and MOR's	159.10	\$97,456.50
G Preparation and Review of Bankruptcy Documents and Related Filings	54.70	\$39,841.50
H Financial Review and Analysis	43.50	\$29,126.00
I Asset Sale Process	167.90	\$119,212.00
J Attendance at Court Hearings or Depositions	19.10	\$14,182.50
K Employee Management	0.00	\$ -
L Case Administration	111.00	\$70,166.00
M Calls/Meetings with Lenders and Lender Advisors/Counsel	0.90	\$625.50
N Analysis and Related Work re: Plan and Exit	148.20	\$101,290.00
O Contract Review and Analysis	14.00	\$9,973.50
P Calls/Meetings or Response to Inquiries from UCC Advisors	129.20	\$99,512.00

SUMMARY OF FINAL EXPENSE SUMMARY**Airfare/Train**

5-Dec-22	Kevin Pleines	Trains to/from Wilmington for Winc hearing	\$289.75
13-Dec-22	Kevin Pleines	Flights to/from Los Angeles for work at Winc	\$1,863.20
21-Dec-22	Kevin Pleines	Trains to/from Wilmington for Winc hearing	\$641.75
16-Jan-23	Kevin Pleines	Trains to/from Wilmington for Winc hearing	\$438.50
3-Aug-23	Kevin Pleines	Trains to/from Wilmington for Winc hearing	\$507.00

Airfare/Train Total \$3,740.20**Auto/Taxi**

5-Dec-22	Kevin Pleines	Car from train station to hotel in Wilmington	\$10.62
6-Dec-22	Kevin Pleines	Car from hotel to train station in Wilmington	\$11.78
6-Dec-22	Kevin Pleines	Car from train station after hearing Wilmington	\$29.79
13-Dec-22	Kevin Pleines	Car to airport for trip to Los Angeles	\$264.52
13-Dec-22	Kevin Pleines	Car from airport to Winc office	\$74.22
13-Dec-22	Kevin Pleines	Car from Winc office to hotel in Los Angeles	\$23.95
14-Dec-22	Kevin Pleines	Car to Winc office from hotel in Los Angeles	\$19.34
15-Dec-22	Kevin Pleines	Car to airport from Winc office	\$32.17
15-Dec-22	Kevin Pleines	Car from airport after trip to Winc	\$242.52
21-Dec-22	Kevin Pleines	Car to train station for trip to Wilmington for Winc hearing	\$39.04
22-Dec-22	Kevin Pleines	Car to train station in Wilmington	\$9.67
22-Dec-22	Kevin Pleines	Car from train station after Wilmington trip	\$26.88
16-Jan-23	Kevin Pleines	Car while traveling to/from Wilmington for Winc hearing	\$180.92
3-Aug-23	Kevin Pleines	Car while traveling to/from Wilmington for Winc hearing	\$88.90

Auto/Taxi Total \$1,054.32**Hotel**

6-Dec-22	Kevin Pleines	Hotel in Wilmington for Winc hearing (one night)	\$328.90
15-Dec-22	Kevin Pleines	Hotel in Los Angeles at Winc (two nights)	\$889.55
22-Dec-22	Kevin Pleines	Hotel in Wilmington for Winc hearing (one night)	\$328.90
6-Jan-23	Kevin Pleines	Hotel in Wilmington for Winc hearing - hearing cancelled day before, charged one night	\$359.00
16-Jan-23	Kevin Pleines	Hotel in Wilmington for Winc hearing (one night)	\$394.90
3-Aug-23	Kevin Pleines	Hotel in Wilmington for Winc hearing (one night)	\$436.90

Hotel Total \$2,738.15**Meals**

5-Dec-22	Kevin Pleines	Meal while in Wilmington for Winc hearing	\$5.20
5-Dec-22	Kevin Pleines	Meal while in Wilmington for Winc hearing	\$16.75
5-Dec-22	Kevin Pleines	Meal while in Wilmington for Winc hearing	\$62.00
6-Dec-22	Kevin Pleines	Meal while in Wilmington for Winc hearing	\$6.25
6-Dec-22	Kevin Pleines	Meal while in Wilmington for Winc hearing	\$52.00
13-Dec-22	Kevin Pleines	Meal while in Los Angeles at Winc	\$9.13
13-Dec-22	Kevin Pleines	Meal while in Los Angeles at Winc	\$5.24
13-Dec-22	Kevin Pleines	Meal while in Los Angeles at Winc	\$10.58

14-Dec-22	Kevin Pleines	Meal while in Los Angeles at Winc	\$22.95
14-Dec-22	Kevin Pleines	Meal while in Los Angeles at Winc	\$28.26
15-Dec-22	Kevin Pleines	Meal while in Los Angeles at Winc	\$50.00
21-Dec-22	Kevin Pleines	Meal while in Wilmington for Winc hearing	\$15.25
21-Dec-22	Kevin Pleines	Meal while in Wilmington for Winc hearing	\$6.25
21-Dec-22	Kevin Pleines	Meal while in Wilmington for Winc hearing	\$53.00
22-Dec-22	Kevin Pleines	Meal while in Wilmington for Winc hearing	\$6.25
16-Jan-23	Kevin Pleines	Meals while in Wilmington for Winc hearing	\$106.49
3-Aug-23	Kevin Pleines	Meals while in transit and in Wilmington for Winc hearing	\$192.25
Meals Total			\$647.85

Telecom

1-Dec-22	Chris Walker	Cell phone allocation for December	\$50.00
26-Dec-22	Kevin Pleines	Telecom charges related to Winc	\$67.65
1-Jan-23	Chris Walker	Telecom charges related to Winc	\$50.00
26-Jan-23	Kevin Pleines	Telecom charges related to Winc	\$29.79
28-Feb-23	Kevin Pleines	Telecom charges related to Winc	\$22.57
28-Feb-23	Chris Walker	Telecom charges related to Winc	\$50.00
28-Mar-23	Kevin Pleines	Telecom charges related to Winc	\$22.57
28-Mar-23	Chris Walker	Telecom charges related to Winc	\$50.00
28-Apr-23	Chris Walker	Telecom charges related to Winc	\$50.00
28-Apr-23	John Policano	Telecom charges related to Winc	\$7.33
28-Apr-23	Kevin Pleines	Telecom charges related to Winc	\$22.55
Telecom Total			\$422.46

SUMMARY OF FINAL APPLICATION

Name of Applicant	RPA Asset Management Services, LLC
Name of Client	Debtors and Debtors in Possession
Time period covered by Final Application	November 30, 2022 through August 9, 2023
Total compensation sought during the Final Application Period	\$796,403.50
Total expenses sought during the Final Application Period	\$8,602.98
Petition Date	November 30, 2022
Retention Date	November 30, 2022
Date of order approving employment	January 4, 2023
Total compensation approved by interim order to date	\$591,871.00
Total expenses approved by interim order to date	\$7,225.48
Total allowed compensation paid to date	\$715,203.80
Total allowed expenses paid to date	\$7,377.93
Blended rate in the Final Application for all timekeepers	\$695.55
Compensation sought in the Final Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	\$81,199.70
Expenses sought in the Final Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	\$1,225.05
Number of professionals included in the Final Application	4

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,²

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Hearing Date:

September 28, 2023 at 2:30 p.m. (ET)

Objection Deadline:

September 20, 2023 at 4:00 p.m. (ET)

**EIGHTH MONTHLY AND FINAL FEE APPLICATION OF RPA ASSET
MANAGEMENT SERVICES, LLC FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL
ADVISOR TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR THE
MONTHLY PERIOD FROM JULY 1, 2023 THROUGH AUGUST 9, 2023 AND THE
FINAL PERIOD FROM NOVEMBER 30, 2022 THROUGH AUGUST 9, 2023**

Pursuant to sections 330 and 331 of title 11 of the United States Code, §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), RPA Asset Management Services, LLC (“RPA”) hereby files this *Eighth Monthly and Final Fee Application of RPA Asset Management Services, LLC for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to the Debtors and Debtors-in-Possession for the Monthly Period from July 1, 2023 Through August 9, 2023 and the Final Period from November 30, 2022 Through August 9, 2023* (the “Application”) and applies to the United States Bankruptcy Court for the District of Delaware (the “Court”) for reasonable compensation

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

for professional services rendered as financial advisor to the above-captioned affiliated debtors and debtors in possession (collectively, the “Debtors”) in the amount of \$50,366.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$1,225.05, for the period of July 1, 2023 through and including August 9, 2023 (the “Monthly Fee Period”), and in the amount of \$796,403.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$8,602.98, for the final period from November 30, 2022 through and including August 9, 2023 (the “Final Fee Period”). Pursuant to Local Rule 2016-2, this Application is supported by the certification of John Policano, attached hereto as **Exhibit 1**. In support of this Application, RPA respectfully represents as follows:

BACKGROUND

1. On November 30, 2022, each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner.

2. On December 16, 2022, the Debtors filed the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of RPA Asset Management Services, LLC as Financial Advisor to the Debtors, Effective as of the Petition Date* [Docket No. 64].

3. On January 4, 2023, the Court issued its *Order Authorizing the Employment and Retention of RPA Asset Management Services, LLC as Financial Advisor to the Debtors, Effective as of the Petition Date* [Docket No. 130] (the “Retention Order”). The Retention Order authorizes RPA to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

4. On January 4, 2023, the Court issued its *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals* [Docket No. 126].

COMPENSATION PAID AND ITS SOURCE

5. All services for which RPA requests compensation were performed for or on behalf of the Debtors.

6. Pursuant to Bankruptcy Rule 2016(a), RPA has not shared, nor has RPA agreed to share, (i) any compensation it has received or may receive with another party or person other than with the partners and associates of RPA or (ii) any compensation another person or party has received or may receive.

MONTHLY FEE STATEMENT

7. The fee statement (the “Fee Statement”) for the Monthly Fee Period is attached hereto as **Exhibit 2**. This statement contains daily time logs describing the time spent by each professional for this period. To the best of RPA’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, Local Rule 2016-2, all other applicable Bankruptcy Rules, and the guidelines adopted by the Office of the United States Trustee.

SUMMARY OF SERVICES RENDERED

8. The professionals who have rendered professional services in these cases during the Monthly Fee Period are as follows: John Policano, Kevin Pleines, Chris Walker and Jaclyn Hill.

9. Services provided by RPA, by and through the above-named persons, to the Debtors during the Monthly Fee Period include: (i) preparation and review of the Debtors’ cash flow budget; (ii) financial analysis related to the sale of the Debtors’ assets and participation on calls related to the sale of the Company; (iii) communications with the Debtors’ management team

and staff, and providing advice and guidance related to the bankruptcy and requirements thereof; (iv) communications with the advisors to the Official Committee of Unsecured Creditors (the “Committee”), and responding to due diligence inquiries; and (v) preparation of analysis for use in bankruptcy documents.

10. The services rendered by RPA during the Monthly Fee Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached **Exhibit C** of the Fee Statement. The summary provided herein is not intended to be a detailed description of the work performed. Rather, the summary is merely a guideline offered to the Court and other interested parties with respect to the services performed by RPA during the Monthly Fee Period.

A. Operations Analysis and Review

Fee Period Fees: \$0

Total Hours: 0.00

11. No time was spent on this category during the Application Period.

B. DIP Budget/Credit Agreement and Cash Flow Reporting

Fee Period Fees: \$5,001.00

Total Hours: 7.80

12. This category includes all time spent analyzing and reporting on cash flow forecasts and cash management during the Application Period.

C. Creditor, Lender or Equity Holder Inquiries

Fee Period Fees: \$0

Total Hours: 0.00

13. No time was spent on this category during the Application Period.

D. Calls/Meetings with U.S. Trustee and/or Staff

Fee Period Fees: \$0

Total Hours: 0.00

14. No time was spent on this category during the Application Period.

E. Calls/Meetings with Company, Board, Counsel and/or Staff

Fee Period Fees: \$1,737.50 Total Hours: 2.50

15. This category includes all time spent on matters relating to preparation, participation, and leading of discussions, calls, meetings, and communications with the Debtors' staff, management, board (and subcommittee) and other advisors relating to various topics.

F. Statements/Schedules and MORs

Fee Period Fees: \$9,877.00 Total Hours: 16.60

16. This category includes all time spent preparation and/or review of Monthly Operating Reports.

G. Preparation and Review of Bankruptcy Documents and Related Filings

Fee Period Fees: \$1,736.00 Total Hours: 2.80

17. This category includes all time spent preparing or reviewing the court docket and related documents.

H. Financial Review and Analysis

Fee Period Fees: \$0 Total Hours: 0.00

18. No time was spent on this category during the Application Period.

I. Asset Sale Process

Fee Period Fees: \$0 Total Hours: 0.00

19. No time was spent on this category during the Application Period.

J. Attendance at Court Hearings or Depositions

Fee Period Fees: \$1,737.50 Total Hours: 2.50

20. This category includes all time spent preparing for and attending court hearings during the Application Period Application Period.

K. Employee Management

Fee Period Fees: \$0

Total Hours: 0.00

21. No time was spent on this category during the Application Period.

L. Case Administration

Fee Period Fees: \$13,668.50

Total Hours: 23.50

22. This category includes time spent by professionals handling administrative matters related to the bankruptcy case, preparation of fee applications, and client matters.

M. Calls/Meetings with Lenders and Lender Advisors/Counsel

Fee Period Fees: \$347.50

Total Hours: 0.50

23. This category includes all time spent participating on calls or meetings with Lenders and Lender advisors during the Application Period.

N. Analysis and Related Work re: Plan and Exit

Fee Period Fees: \$12,230.50

Total Hours: 17.90

24. This category includes time spent by professionals on analysis and preparation of documents or other information related to the Debtors' chapter 11 plan and disclosure statement.

O. Contract Review and Analysis

Fee Period Fees: \$0

Total Hours: 0.00

25. No time was spent on this category during the Application Period.

P. Calls/Meetings or Response to Inquiries from UCC Advisors

Fee Period Fees: \$4,031.00

Total Hours: 5.80

26. This category includes all time spent researching and responding to inquiries from the Committee during the Application Period.

VALUATION OF SERVICES

27. RPA professionals have expended a total of 79.9 hours in connection with this matter during the Monthly Fee Period, as follows:

Professional	Title	Hourly Rate Billed in Application	Total Billed Hours	Total Compensation
John Policano	Executive Director	\$1,125.00	1.2	\$1,350.00
Kevin Pleines	Director	\$695.00	31.4	\$21,823.00
Chris Walker	Director	\$595.00	44.8	\$26,656.00
Jaclyn Hill	Support Staff	\$215.00	2.5	\$537.50
			79.9	\$50,366.50

The nature of the work performed by these persons is fully set forth in **Exhibit B** of the Fee Statement. These are RPA's normal hourly rates for work of this character.

ACTUAL AND NECESSARY EXPENSES

28. RPA incurred expenses totaling \$1,225.05 during the Monthly Fee Period.

REQUEST FOR FINAL APPROVAL OF FEES AND EXPENSES

29. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services; the rates charged for such services;
- (b) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

- (c) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (d) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (e) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

30. In the instant case, RPA seeks final approval of all fees and expenses incurred during the Final Fee Period in the amounts of \$796,403.50 and \$8,602.98, respectively. During the Final Fee Period, RPA performed necessary services and incurred out of pocket disbursements for the Debtors and their estates. As set forth more fully in prior monthly applications, which are incorporated herein by reference, and this Application, in accordance with the factors set forth above, approval of the fees requested for the Final Fee Period is fair and reasonable given (a) the complexity of these cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services in other cases under this title. In addition, the out-of-pocket disbursements for which reimbursement is sought were actual, reasonable, and necessary costs (i) incurred while providing services for the Debtors; and (ii) preserving the value of the Debtors' estates.

31. WHEREFORE, RPA respectfully requests that the Court authorize that the amounts sought herein be approved for payment and for such other and further relief as this Court may deem just and proper.

Dated: August 30, 2023

/s/ John Policano
John Policano
RPA Asset Management Services, LLC